

RECORDATION NO. 22774-N FILED

APR 10 '07

3-34 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

April 6, 2007

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel. 847.318.7575  
Fax. 847.318.7588

Mr. Vernon Williams  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Full Termination of Lease**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Full Termination of Lease dated April 6, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease Agreement which was duly filed on June 17, 2005 at 12:04 p.m. with the Surface Transportation Board under Recordation Number 22774-G. The names and addresses of the parties to the enclosed document are:

<b>Terminating</b>	First Union Rail Corporation	<b>Lessee:</b>	Norfolk Southern Railway Company
<b><u>Party/Lessor:</u></b>	6250 River Road, Suite 5000		110 Franklin Road SE
	Rosemont, IL 60018		Roanoke, VA 24042

The enclosed document is for six (6) locomotives, with locomotive numbers FURX 1164, 1166, 1171, 1174, 2268 and 2273, which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: Memorandum of Full Termination of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne  
Rail Documentation Specialist

Enclosures

(NS064)

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**MEMORANDUM OF FULL TERMINATION OF LEASE  
AND TERMINATION OF MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF FULL TERMINATION OF LEASE AND TERMINATION OF MEMORANDUM OF LEASE (the "Memorandum") is made by FIRST UNION RAIL CORPORATION on the date hereunder indicated and pertains to that certain Memorandum of Lease dated April 28, 2005, recorded with the Surface Transportation Board on June 17, 2005 at 12:04 p.m., under Recordation File No. 22774-G, relating to the lease described below:

**WITNESSETH:**

That certain Lease Agreement and Rider No. 1 dated as of April 28, 2005 (the "Lease") between First Union Rail Corporation, a North Carolina corporation, (the "Lessor") whose mailing address is One O'Hare Centre, 6250 River Road, Suite 5000, Rosemont, Illinois, 60018, and Norfolk Southern Railway Company, a Virginia corporation (the "Lessee"), whose mailing address is 110 Franklin Road, SE, Roanoke, VA 24042.

WHEREAS, the above-described Lease has ended, has not been extended and said Lease has been terminated in full and all equipment covered by the aforesaid Lease is no longer subject to the Lease; and,

NOW, THEREFORE, the Lessor desiring to clarify the public record state as follows:

1. This Memorandum serves as notice that the Lease between Lessor and Lessee relating to the equipment has been terminated in all respects.
2. All of the interest, duties and obligations of the parties to Lease have been satisfied and discharged.
3. Lessor does hereby fully terminate the aforesaid Lease and files and records this Full Termination of Lease so as to release the lien with respect to the equipment.

IN WITNESS WHEREOF, First Union Rail Corporation, as Lessor, has duly executed this Full Termination of Lease to be duly executed by its duly authorized representatives as of this 6th day of April, 2007.

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FIRST UNION RAIL CORPORATION

ATTEST:

Susan Grokulak

[CORPORATE SEAL]

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State  
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Full Termination of Lease.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of April, 2007.

[NOTARIAL SEAL]

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)

